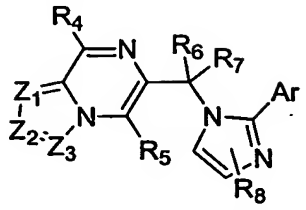
What is claimed is:

1. A compound of the Formula:



or a pharmaceutically acceptable form thereof, wherein:

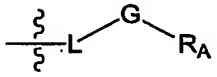
Z_1 is nitrogen or CR_1; Z_2 is nitrogen or CR_2; Z_3 is nitrogen or CR_3; and at least one, but no more than two of Z_1, Z_2 and Z_3 are nitrogen;

Ar represents phenyl, naphthyl or 5- to 10-membered heteroaryl, each of which is substituted with from 0 to 4 substituents independently chosen from halogen, hydroxy, nitro, cyano, amino, C_1-C_8alkyl, C_1-C_8alkenyl, C_1-C_8alkynyl, C_1-C_8alkoxy, C_3-C_7cycloalkyl, (C_3-C_7cycloalkyl)C_0-C_4alkyl, (C_3-C_7cycloalkyl)C_1-C_4alkoxy, C_1-C_8alkyl ether, C_1-C_8alkanone, C_1-C_8alkanoyl, 3- to 7-membered heterocycloalkyl, C_1-C_8haloalkyl, C_1-C_8haloalkoxy, oxo, C_1-C_8hydroxyalkyl, C_1-C_8aminoalkyl and mono- and di-(C_1-C_8alkyl)amino(C_0-C_8alkyl);

R_1, R_2, R_3, and R_4 are each independently selected from:

(a) hydrogen, halogen, nitro and cyano; and

(b) groups of the formula:



wherein:

L is a single covalent bond or C_1-C_8alkyl;

G is a single covalent bond, -N(R_B)-, -O-, -C(=O)-, -C(=O)O-, -C(=O)N(R_B)-, -N(R_B)C(=O)-, -S(O)$_m$-, –CH_2C(=O)-, -S(O)$_m$N(R_B)- or –N(R_B)S(O)$_m$-; wherein m is 0, 1 or 2; and

R_A and each R_B are independently selected from:

(i) hydrogen; and

(ii) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, (C_3-C_8cycloalkyl)C_0-C_4alkyl, (3- to 6-membered heterocycloalkyl)C_0-C_4alkyl, (aryl)C_0-C_2alkyl or

(heteroaryl)C_0-C_2alkyl, each of which is substituted with from 0 to 4 substituents independently selected from halogen, hydroxy, nitro, cyano, amino, C_1-C_4alkyl, C_1-C_4alkoxy, C_1-C_4alkanoyl, mono- and di(C_1-C_4alkyl)amino, C_1-C_4haloalkyl and C_1-C_4haloalkoxy;

R_5 is C_1-C_6alkyl, C_2-C_6alkenyl, C_1-C_4alkoxy, or mono- or di-(C_1-C_4alkyl)amino, each of which is substituted with from 0 to 5 substituents independently chosen from halogen, hydroxy, nitro, cyano, amino, C_1-C_4alkoxy, C_1-C_2haloalkyl, C_1-C_2haloalkoxy, mono- and di-C_1-C_4alkylamino, C_3-C_8cycloalkyl, phenylC_0-C_4alkyl and phenylC_1-C_4alkoxy;

R_6 and R_7 are independently hydrogen, halogen, methyl or ethyl; and

R_8 represents 0, 1 or 2 substituents independently chosen from halogen, hydroxy, nitro, cyano, amino, C_1-C_4alkyl, C_1-C_4alkoxy, mono- and di-(C_1-C_4alkyl)amino, C_3-C_7cycloalkyl, C_1-C_2haloalkyl and C_1-C_2haloalkoxy.

2. A compound or pharmaceutically acceptable form thereof according to claim 1, wherein R_8 represents 0 or 1 substituent selected from halogen, C_1-C_2alkyl and C_1-C_2alkoxy.

3. A compound or pharmaceutically acceptable form thereof according to claim 1 or claim 2, wherein Ar is substituted with 0, 1, 2 or 3 substituents independently selected from halogen, hydroxy, amino, cyano, C_1-C_4alkyl, C_1-C_4alkoxy, mono- or di-C_1-C_4alkylamino, C_2-C_4alkanoyl, (C_3-C_7cycloalkyl)C_0-C_2alkyl, C_1-C_2haloalkyl, and C_1-C_2haloalkoxy.

4. A compound or pharmaceutically acceptable form thereof according to claim 1 or claim 2, wherein Ar represents phenyl, pyridyl, thiazolyl, thienyl, triazolopyridyl, pyridizinyl or pyrimidinyl, each of which is substituted with from 0 to 4 substituents.

5. A compound or pharmaceutically acceptable form thereof according to claim 4, wherein Ar represents phenyl, pyridyl, thiazolyl, thienyl, triazolopyridyl, or pyridizinyl, each of which is substituted with from 0 to 3 substituents independently selected from chloro, fluoro, hydroxy, cyano, amino, C_1-C_4alkyl, C_1-C_4alkoxy, C_1-C_2alkylamino, C_1-C_2haloalkyl and C_1-C_2haloalkoxy.

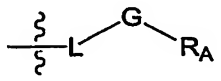
6. A compound or pharmaceutically acceptable form thereof according to claim 5, wherein Ar represents phenyl, 2-pyridyl, 1,3-thiazol-2-yl, 2-thienyl, [1,2,4]triazolo[4,3-a]pyridin-5-yl or 3-pyridizinyl, each of which is substituted with from 0 to 3 substituents independently selected from fluoro, chloro, hydroxy, C_1-C_2alkyl, cyano, and C_1-C_2alkoxy.

7. A compound or pharmaceutically acceptable form thereof according to claim 5, wherein Ar represents pyridin-2-yl, 2,6-difluorophenyl, 2,5-difluorophenyl, 3-fluorophenyl, 3-methyl-[1,2,4]triazolo[4,3-a]pyridin-5-yl, 3-fluoropyridin-2-yl or 6-fluoro-pyridin-2-yl.

8. A compound or pharmaceutically acceptable form thereof according to any one of claims 1-7, wherein R_1, R_2, R_3, and R_4 are independently selected from:

(a) hydrogen, halogen or cyano; and

(b) groups of the formula:



wherein:

(i) L is a single covalent bond, methylene or ethylene;

(ii) G is a single covalent bond, NH, N(R_B), O, C(=O)O or C(=O); and

(iii) R_A and R_B are independently selected from (1) hydrogen and (2) C_1-C_6alkyl, C_2-C_6alkenyl, C_3-C_7cycloalkyl, 4- to 7-membered heterocycloalkyl, phenyl, thienyl, pyridyl, pyrimidinyl, thiazolyl, imidazolyl, pyrazolyl, pyridazinyl and pyrazinyl, each of which is substituted with from 0 to 4 substituents independently selected from hydroxy, halogen, cyano, amino, C_1-C_2alkyl and C_1-C_2alkoxy.

9. A compound or pharmaceutically acceptable form thereof according to claim 8 wherein R_1, R_2, R_3, and R_4 are independently selected from hydrogen, hydroxy, halogen, cyano, C_1-C_6alkyl, C_1-C_6alkoxy, C_3-C_7cycloalkyl, C_1-C_2alkoxyC_1-C_4alkyl, C_1-C_4hydroxyalkyl, C_1-C_2haloalkyl, C_1-C_2haloalkoxy, C_1-C_4carboxylate, mono- and di-(C_1-C_4alkyl)amino, phenylC_0-C_1alkyl, pyridylC_0-C_1alkyl and (4- to 7-membered heterocycloalkyl)C_0-C_1alkyl.

10. A compound or pharmaceutically acceptable form thereof according to Claim 9, wherein R_1 and R_4 are independently chosen from hydrogen, methyl and ethyl.

11. A compound or pharmaceutically acceptable form thereof according to claim 9, wherein Z_1 is nitrogen, Z_2 is CR_2 and Z_3 is CR_3.

12. A compound or pharmaceutically acceptable form thereof according to claim 11, wherein R_2, R_3 and R_4 are independently chosen from hydrogen, halogen, C_1-C_4alkyl and C_1-C_4alkoxy, C_3-C_7cycloalkyl, C_1-C_2alkoxyC_1-C_2alkyl, C_1-C_2hydroxyalkyl, fluoromethyl, difluoromethyl, trifluoromethyl, phenylC_0-C_1alkyl, pyridylC_0-C_1alkyl and (4- to 7-membered heterocycloalkyl)C_0-C_1alkyl.

13. A compound or pharmaceutically acceptable form thereof according to claim 9, wherein Z_1 is CR_1, Z_2 is nitrogen and Z_3 is CR_3.

14. A compound or pharmaceutically acceptable form thereof according to claim 13, wherein R_1, R_3 and R_4 are independently chosen from hydrogen, halogen, C_1-C_4alkyl and C_1-C_4alkoxy, C_3-C_7cycloalkyl, C_1-C_2alkoxyC_1-C_2alkyl, C_1-C_2hydroxyalkyl, fluoromethyl, difluoromethyl, trifluoromethyl, phenylC_0-C_1alkyl, pyridylC_0-C_1alkyl and (4- to 7-membered heterocycloalkyl)C_0-C_1alkyl.

15. A compound or pharmaceutically acceptable form thereof according to claim 9, wherein Z_1 and Z_2 are nitrogen and Z_3 is CR_3.

16. A compound or pharmaceutically acceptable form thereof according to claim 15, wherein R_3 and R_4 are independently chosen from hydrogen, halogen, C_1-C_4alkyl and C_1-C_4alkoxy, C_3-C_7cycloalkyl, C_1-C_2alkoxyC_1-C_2alkyl, C_1-C_2hydroxyalkyl, fluoromethyl, difluoromethyl, trifluoromethyl, phenylC_0-C_1alkyl, pyridylC_0-C_1alkyl and (4- to 7-membered heterocycloalkyl)C_0-C_1alkyl.

17. A compound or pharmaceutically acceptable form thereof according to claim 9, wherein Z_1 and Z_3 are nitrogen and Z_2 is CR_2.

18. A compound or pharmaceutically acceptable form thereof according to claim 17, wherein R_2 and R_4 are independently chosen from hydrogen, halogen, C_1-

C_4alkyl and C_1-C_4alkoxy, C_3-C_7cycloalkyl, C_1-C_2alkoxyC_1-C_2alkyl, C_1-C_2hydroxyalkyl, fluoromethyl, difluoromethyl, trifluoromethyl, phenylC_0-C_1alkyl, pyridylC_0-C_1alkyl and (4- to 7-membered heterocycloalkyl)C_0-C_1alkyl.

19. A compound or pharmaceutically acceptable form thereof according to any one of claims 1 to 18 wherein R_6 and R_7 are both hydrogen.

20. A compound or pharmaceutically acceptable form thereof according to any one of claims 1 to 19, wherein R_5 is C_1-C_6 alkyl, C_2-C_6 alkenyl, C_1-C_4 alkoxy, or mono- or di-C_1-C_4alkylamino, each of which is substituted with from 0 to 2 substituents independently selected from halogen, hydroxy, C_1-C_2alkoxy, C_3-C_8cycloalkyl, phenylC_0-C_2alkyl and phenylC_1-C_2alkoxy.

21. A compound or pharmaceutically acceptable form thereof according to claim 20 wherein R_5 is ethyl, propyl, butyl, ethoxy or methoxymethyl.

22. A compound or pharmaceutically acceptable form thereof according to claim 1, wherein the compound is chosen from:

6-[2-(6-fluoro-pyridin-2-yl)-imidazol-1-ylmethyl]-5-propyl-imidazo[1,2-a]pyrazine;

5-propyl-6-(2-pyridi-2-yl-imidazol-1-ylmethyl)-imidazo[1,2-a]pyrazine;

6-[2-(3-fluoro-pyridin-2-yl)-imidazol-2-ylmethyl]-5-propyl-imidazo[1,2-a]pyrazine;

6-[2-(6-fluoro-pyridin-2-ylmethyl]-1-methyl-5-propyl-imidazo[1,5-a]pyrazine;

6-[2-(3-fluoro-pyridin-2-yl)-imidazol-1-ylmethyl]-1-methyl-5-propyl-imidazo[1,5-a]pyrazine;

5-propyl-6-(2-pyridin-2-yl-imidazol-1-ylmethyl)-[1,2,4]triazolo[4,3-a]pyrazine;

3-methyl-5-propyl-6-(2-pyridin-2-yl-imidazol-1-ylmethyl)-[1,2,4]triazolo[4,3-a]pyrazine;

3-methyl-6-[2-(3-methyl-[1,2,4]triazolo[4,3-a]pyridin-5-yl)-imidazol-1-ylmethyl]-5-propyl-[1,2,4]triazolo[4,3-a]pyrazine;

6-{[2-(3-fluoropyridin-2-yl)-1H-imidazol-1-yl]methyl}-5-propyl[1,2,4]triazolo[1,5-a]pyrazine; and

6-{[2-(3-fluoropyridin-2-yl)-1H-imidazol-1-yl]methyl}-2-methyl-5-propyl[1,2,4]triazolo[1,5-a]pyrazine.

23. A compound or pharmaceutically acceptable form thereof according to claim 1, wherein in an assay of $GABA_A$ receptor binding the compound exhibits an K_i of 1 micromolar or less.

24. A compound or pharmaceutically acceptable form thereof according to claim 1, wherein in an assay of $GABA_A$ receptor binding the compound exhibits an K_i of 100 nanomolar or less.

25. A compound or pharmaceutically acceptable form thereof according to claim 1, wherein in an assay of $GABA_A$ receptor binding the compound exhibits an K_i of 10 nanomolar or less.

26. A pharmaceutical composition comprising a compound or pharmaceutically acceptable form thereof according to claim 1 in combination with a pharmaceutically acceptable carrier or excipient.

27. A pharmaceutical composition according to claim 26, wherein the pharmaceutical composition is formulated as an injectible fluid, an aerosol, a cream, a gel, a pill, a capsule, a syrup, or a transdermal patch.

28. A method for the treatment of anxiety, depression, a sleep disorder, attention deficit disorder, or Alzheimer's dementia, comprising administering to a patient in need of such treatment a $GABA_A$ receptor modulatory amount of a compound or pharmaceutically acceptable form thereof according to any one of claims 1 to 19.

29. A method for potentiating a therapeutic effect of a CNS agent, comprising administering to a patient a CNS agent and a compound or pharmaceutically acceptable form thereof according to any one of claims 1 to 19.

30. A method for improving short term memory in a patient, comprising administering to a patient a $GABA_A$ receptor modulatory amount of a compound or pharmaceutically acceptable form thereof according to any one of claims 1 to 19.

31. A method for altering the signal-transducing activity of $GABA_A$ receptor, comprising contacting a cell expressing $GABA_A$ receptor with a compound or

pharmaceutically acceptable form thereof according any one of claims 1 to 19 in an amount sufficient to detectably alter the electrophysiology of the cell, and thereby altering $GABA_A$ receptor signal-transducing activity.

32. A method according to claim 31, wherein the cell recombinantly expresses a heterologous $GABA_A$ receptor, and wherein the alteration of the electrophysiology of the cell is detected by intracellular recording or patch clamp recording.

33. A method for determining the presence or absence of $GABA_A$ receptor in a sample, comprising the steps of:

(a) contacting a sample with a compound or pharmaceutically acceptable form thereof according claim 1, under conditions that permit binding of the compound to $GABA_A$ receptor;

(b) removing the compound or pharmaceutically acceptable form thereof that is not bound to $GABA_A$ receptor; and

(c) detecting a level of the compound or pharmaceutically acceptable form thereof bound to $GABA_A$ receptor;

and therefrom determining the presence or absence of $GABA_A$ receptor in the sample.

34. A method according to claim 33, wherein the presence or absence of bound compound is detected using autoradiography.

35. A method for determining the presence or absence of $GABA_A$ receptor in a sample, comprising:

determining background binding by, in order:

(a) contacting a first sample with a measured molar concentration of a labeled compound that is known not to bind to $GABA_A$ receptors, under conditions that permit binding of compounds to $GABA_A$ receptors;

(b) washing the first sample under conditions that permit removal of compounds that are not bound to $GABA_A$ receptors; and

(c) detecting as a background binding amount an amount of label remaining after washing;

and

determining $GABA_A$ binding by, in order:

(d) contacting with a labeled compound or pharmaceutically acceptable form thereof according to claim 1 a second sample matched to the first sample, said compound or pharmaceutically acceptable form thereof being present at the measured molar concentration of (a) and said contacting being carried out under the conditions used in (a);

(e) washing the second sample under the conditions used in (b),

(f) detecting an amount of label remaining in the second sample after washing; and

(g) subtracting the background binding amount determined in (c) from the amount of label remaining in the second sample determined in (f)

wherein the remainder of a positive amount after the subtraction of (g) indicates the presence of $GABA_A$ receptor in the second sample.

36. A method according to claim 35 wherein the amount of label remaining after washing of the first sample and the second sample is detected using autoradiography.

37. A packaged pharmaceutical preparation comprising a pharmaceutical composition according to claim 26 in a container and instructions for using the composition to treat a patient suffering from anxiety, depression, a sleep disorder, attention deficit disorder, Alzheimer's dementia, or short-term memory loss.

38. The use of a compound or pharmaceutically acceptable form thereof according to claim 1 for the manufacture of a medicament for the treatment of a condition selected from anxiety, depression, a sleep disorder, an attention deficit disorder, Alzheimer's dementia, and short-term memory loss.